

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **November 17, 2021 (November 17, 2021)**

**HERTZ GLOBAL HOLDINGS, INC.  
THE HERTZ CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware  
Delaware**  
(State or other jurisdiction of incorporation)

**001-37665  
001-07541**  
(Commission File Number)

**61-1770902  
13-1938568**  
(I.R.S. Employer Identification No.)

**8501 Williams Road  
Estero, Florida 33928  
239 301-7000**  
(Address, including Zip Code, and  
telephone number, including area code,  
of registrant's principal executive offices)

**Not Applicable  
Not Applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

	<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on which Registered</u>
Hertz Global Holdings, Inc.	Common Stock par value \$0.01 per share	HTZ	Nasdaq Global Select Market
The Hertz Corporation	None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 8.01 OTHER EVENTS.**

Each of Hertz Global Holdings, Inc. (“Hertz”) and The Hertz Corporation (“Hertz Corp.”) is filing as Exhibits 99.1 and 99.2 hereto separate press releases issued on November 17, 2021 by Hertz, announcing, respectively, (1) the proposed private offering by Hertz Corp., an indirect, wholly-owned subsidiary of Hertz, of \$1.5 billion in aggregate principal amount of senior unsecured notes due 2026 and senior unsecured notes due 2029 and (2) the pricing of the private offering by Hertz Corp. of \$500 million in aggregate principal amount of 4.625% Senior Notes due 2026 and \$1.0 billion in aggregate principal amount of 5.000% Senior Notes due 2029. The contents of such press releases are incorporated by reference in this Item 8.01.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Title</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release of Hertz announcing launch of private offering by Hertz Corp. of Senior Notes due 2026 and Senior Notes due 2029, dated November 17, 2021.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Press Release of Hertz announcing pricing of private offering by Hertz Corp. of 4.625% Senior Notes due 2026 and 5.000% Senior Notes due 2029, dated November 17, 2021.</u></a>
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERTZ GLOBAL HOLDINGS, INC.  
THE HERTZ CORPORATION

(each, a Registrant)

By: /s/ M. DAVID GALAINENA

Name: M. David Galainena

Title: Executive Vice President, General Counsel and Secretary

Date: November 17, 2021

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**Hertz Announces Proposed \$1.5 Billion Private Offering of Senior Notes by The Hertz Corporation**

ESTERO, Fla., Nov. 17, 2021 /PRNewswire/ -- Hertz Global Holdings, Inc. (NASDAQ: HTZ) (“Hertz” or the “Company”) today announced that its wholly-owned indirect subsidiary, The Hertz Corporation (“Hertz Corp.”), intends to offer \$1.5 billion aggregate principal amount of senior unsecured notes due 2026 (the “2026 Notes”) and senior unsecured notes due 2029 (the “2029 Notes” and, together with the 2026 Notes, the “Notes”), subject to market and other conditions, in a private offering (the “Offering”) exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”).

The Notes will pay interest semi-annually in arrears. The Notes are expected to be guaranteed on a senior unsecured basis by the domestic subsidiaries of Hertz Corp. that guarantee its first lien facilities from time to time.

Hertz Corp. intends to use the proceeds from the issuance of the Notes, together with available cash, to (i) repurchase all or a portion of the outstanding shares of Hertz’s Series A preferred stock and pay fees and expenses in connection therewith (either directly or indirectly by funding a dividend to Hertz) and (ii) pay fees and expenses in connection with the Offering. To the extent that the net proceeds from the Offering are in excess of the amounts required for the purposes described above, Hertz Corp. may elect to retain up to \$250 million of such remaining net proceeds for general corporate purposes (the “GCP Cap”). To the extent that the remaining net proceeds exceed the GCP Cap (such amount in excess thereof, the “Excess Net Proceeds”), Hertz Corp. will be required to apply such Excess Net Proceeds (plus, at Hertz Corp.’s option, all or any portion of the GCP Cap) to redeem a portion of the Notes.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the Notes (or the guarantees of the Notes) or any other securities, nor will there be any sale of the Notes (or any guarantees of the Notes) or any other securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. The Notes (and the guarantees of the Notes) will be issued in reliance on the exemption from the registration requirements provided by Rule 144A under the Securities Act and, outside of the United States, only to non-U.S. investors pursuant to Regulation S under the Securities Act. None of the Notes (or the guarantees of the Notes) have been registered under the Securities Act or any state or other jurisdiction’s securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state and other jurisdiction’s securities laws.

This press release does not constitute a notice of redemption under the certificate of designations governing Hertz’s Series A preferred stock, nor an offer to tender for, or purchase, any Series A preferred stock or any other security.

**ABOUT HERTZ**

The Hertz Corporation, a subsidiary of Hertz Global Holdings, Inc., operates the Hertz, Dollar and Thrifty vehicle rental brands throughout North America, Europe, the Caribbean, Latin America, Africa, the Middle East, Asia, Australia and New Zealand. The Hertz Corporation is one of the largest worldwide vehicle rental companies, and the Hertz brand is one of the most recognized globally. Additionally, The Hertz Corporation operates the Firefly vehicle rental brand and Hertz 24/7 car sharing business in international markets and sells vehicles through Hertz Car Sales.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this release include “forward-looking statements” within the meaning of applicable securities laws and regulations. These statements often include words such as “believe,” “expect,” “project,” “potential,” “anticipate,” “intend,” “plan,” “estimate,” “seek,” “will,” “may,” “would,” “should,” “could,” “forecasts” or similar expressions. These statements are based on the Company’s current views with respect to future events and the timing of the Offering and the use of the proceeds therefrom. These forward-looking statements are subject to a number of risks and uncertainties including prevailing market conditions, as well as other factors. Forward-looking statements represent the Company’s estimates and assumptions only as of the date that they were made, and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

CONTACT: [mediarelations@hertz.com](mailto:mediarelations@hertz.com); [investorrelations@hertz.com](mailto:investorrelations@hertz.com)

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**Hertz Announces Pricing of \$1.5 Billion Private Offering of Senior Notes by The Hertz Corporation**

ESTERO, Fla., Nov. 17, 2021 /PRNewswire/ -- Hertz Global Holdings, Inc. (NASDAQ: HTZ) (“Hertz” or the “Company”) today announced that its wholly-owned indirect subsidiary, The Hertz Corporation (“Hertz Corp.”), has entered into an agreement to sell \$500 million aggregate principal amount of 4.625% Senior Notes due 2026 (the “2026 Notes”) and \$1.0 billion aggregate principal amount of 5.000% Senior Notes due 2029 (the “2029 Notes” and, together with the 2026 Notes, the “Notes”) in a private offering (the “Offering”) exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Offering is expected to close on or about November 23, 2021, subject to customary closing conditions.

The Notes will pay interest semi-annually in arrears. The Notes are expected to be guaranteed on a senior unsecured basis by the domestic subsidiaries of Hertz Corp. that guarantee its first lien facilities from time to time.

Hertz Corp. intends to use the proceeds from the issuance of the Notes, together with available cash, to (i) repurchase all or a portion of the outstanding shares of Hertz’s Series A preferred stock and pay fees and expenses in connection therewith (either directly or indirectly by funding a dividend to Hertz) and (ii) pay fees and expenses in connection with the Offering. To the extent that the net proceeds from the Offering are in excess of the amounts required for the purposes described above, Hertz Corp. may elect to retain up to \$250 million of such remaining net proceeds for general corporate purposes (the “GCP Cap”). To the extent that the remaining net proceeds exceed the GCP Cap (such amount in excess thereof, the “Excess Net Proceeds”), Hertz Corp. will be required to apply such Excess Net Proceeds (plus, at Hertz Corp.’s option, all or any portion of the GCP Cap) to redeem a portion of the Notes.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the Notes (or the guarantees of the Notes) or any other securities, nor will there be any sale of the Notes (or any guarantees of the Notes) or any other securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. The Notes (and the guarantees of the Notes) will be issued in reliance on the exemption from the registration requirements provided by Rule 144A under the Securities Act and, outside of the United States, only to non-U.S. investors pursuant to Regulation S under the Securities Act. None of the Notes (or the guarantees of the Notes) have been registered under the Securities Act or any state or other jurisdiction’s securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state and other jurisdiction’s securities laws.

This press release does not constitute a notice of redemption under the certificate of designations governing Hertz’s Series A preferred stock, nor an offer to tender for, or purchase, any Series A preferred stock or any other security.

**ABOUT HERTZ**

The Hertz Corporation, a subsidiary of Hertz Global Holdings, Inc., operates the Hertz, Dollar and Thrifty vehicle rental brands throughout North America, Europe, the Caribbean, Latin America, Africa, the Middle East, Asia, Australia and New Zealand. The Hertz Corporation is one of the largest worldwide vehicle rental companies, and the Hertz brand is one of the most recognized globally. Additionally, The Hertz Corporation operates the Firefly vehicle rental brand and Hertz 24/7 car sharing business in international markets and sells vehicles through Hertz Car Sales.

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Certain statements contained in this release include “forward-looking statements” within the meaning of applicable securities laws and regulations. These statements often include words such as “believe,” “expect,” “project,” “potential,” “anticipate,” “intend,” “plan,” “estimate,” “seek,” “will,” “may,” “would,” “should,” “could,” “forecasts” or similar expressions. These statements are based on the Company’s current views with respect to future events and the timing of the Offering and the use of the proceeds therefrom. These forward-looking statements are subject to a number of risks and uncertainties including prevailing market conditions, as well as other factors. Forward-looking statements represent the Company’s estimates and assumptions only as of the date that they were made, and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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